

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)

DESIGNS, INC.
(Name of Subject Company (Issuer))

DESIGNS, INC. (Offeror/Issuer)
(Name of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

25057L10
(CUSIP Number of Class of Securities)

Dennis Hernreich
c/o Designs, Inc.
66 B Street
Needham, Massachusetts 02494
(781) 444-7222
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copy to:

Peter G. Smith, Esq.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
(212) 715-9100

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer:

This Amendment No. 3 to Schedule T0 amends and supplements the Tender Offer Statement on Schedule T0, as previously amended, originally filed by Designs, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on November 15, 2000.

Item 12. Exhibits.

Item 12 is amended by adding the following exhibit:

99.1 Press Release of Designs, Inc. dated December 26, 2000

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 26, 2000

DESIGNS, INC.

By: /s/ DENNIS HERNREICH

Name: Dennis Hernreich
Title: Senior Vice President and
Chief Financial Officer

FOR IMMEDIATE RELEASE

For Information, Contact:

Seymour Holtzman, Chairman of the Board
Jeff Unger, Investor Relations
Designs, Inc.
(781) 444-7222

RJ Falkner & Company, Inc.
Investor Relations Counsel
(800) 377-9893
info@rjfalkner.com

DESIGNS, INC. ANNOUNCES RESULTS OF DUTCH AUCTION TENDER OFFER

(Needham, MA, December 26, 2000) -- Designs, Inc. (NASDAQ/NMS: "DESI"), operator of Levi's(R) and Dockers(R) Outlet By Designs stores, today announced the results of its "Dutch Auction" tender offer, which expired at 5:00pm EST on December 22, 2000. The "Dutch Auction" tender offer commenced on November 15, 2000, as supplemented on December 18, 2000 and was for up to 1.5 million shares of the Company's Common Stock, while reserving the option to purchase up to an additional 1 million shares, at a price between \$2.50 and \$3.00 per share.

Based on preliminary count by the depository for the tender offer, 1,740,000 shares of common stock (including 47,881 shares tendered through guaranteed delivery procedures) were properly tendered at \$2.50 per share, and not withdrawn.

This tender is in excess of the 1,500,000 shares the Company had offered to purchase. Under applicable SEC regulations, up to an additional 315,639 shares, or 2% of the outstanding shares, may be purchased without further amending or extending the offer, as set forth in the offer to purchase. The Company has determined to exercise its right to purchase an additional 240,000 shares in the offer, which is within 2% of the outstanding shares.

The final determination of the actual number of shares to be purchased are subject to final confirmation, the proper delivery of all shares tendered and not properly withdrawn (including shares tendered pursuant to guaranteed delivery procedures), and will be announced following completion of the confirmation process.

Designs will promptly pay after final confirmation for those shares validly tendered, accepted and properly delivered promptly. Designs currently has approximately 15.8 million shares issued and outstanding. The Company expects to have approximately 14.1 million shares outstanding immediately following payment for the tendered shares. D.F. King & Co., Inc. acted as Information Agent in the tender offer.

The discussion of forward-looking information requires management of the Company to make certain estimates and assumptions regarding the Company's strategic direction and the effect of such plans on the Company's financial results. The Company's actual results and the implementation of its plans and operations may differ materially from forward-looking statements made by the Company. The Company encourages readers of forwarding-looking information concerning the Company to refer to its prior filings with the Securities and Exchange Commission that set forth certain risks and uncertainties that may have an impact on future results and direction of the Company.

Designs, Inc. operates 108 Levi's(R)Outlet by Designs and Dockers(R)Outlet by Designs stores. These stores are located in outlet parks and malls throughout the eastern United States and Puerto Rico.